

300 ACADEMY STREET  
CAMBRIDGE, MD 21613-1865

101 BAY STREET  
EASTON, MD 21601-2718

11950 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

10 LIGHT STREET  
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

30 WEST PATRICK STREET  
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET  
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE  
TOWSON, MD 21204-3965

1450 G STREET, N.W.  
WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT  
410-385-3424

June 2, 1994

18833

JUN 3 1994 9:10 PM

INTERMEDIATE DELIVERY

via FEDERAL EXPRESS

Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423  
Attention: Mrs. Mildred Lee

Re: Our File Number: 258-1330

Dear Mrs. Lee:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §11303 is an original Bill of Sale and a notarized copy of the same dated as of May 27, 1994 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025-1959) and The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201).

Also enclosed is a check in the amount of \$18.00 to cover the costs of recordation. Once this document has been recorded, please return the same to:

John A. Stalfort, Esquire  
Miles & Stockbridge  
10 Light Street - 9th Floor  
Baltimore, Maryland 21202

Thank you for your prompt attention to this matter. Please call me at (41) 385-3425 if you have any questions.

Sincerely,

*Michele E. Sperato*  
Michele E. Sperato,  
Secretary to John A. Stalfort

JAS:mes  
Enclosure

18833  
RECORDED & INDEXED  
JUN 3 1994 12:00 PM  
INTERSTATE COMMERCIAL BANK

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 2nd day of June, 1994.



Joan L. Rimer  
Notary Public

My Commission Expires: 6/24/97

18833

RECORDED

JUN 3 1994-2:50 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, in consideration of the sum of \_\_\_\_\_ to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated May 27, 1994 between Southern Illinois Railcar Company and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interests of Prestage Farms Inc. and Carroll's Food Inc. pursuant to the Railcar Lease Agreement 2nd Additional Train dated October 22, 1993 between the undersigned and Prestage Farms Inc. and Carroll's Foods Inc. and except for the leasehold interests of certain lessees pursuant to various lease agreements under which the undersigned has the right to substitute other railcars for the railcars hereby sold.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY SOUTHERN ILLINOIS RAILCAR COMPANY ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SOUTHERN ILLINOIS RAILCAR CO. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 27th day of May, 1994.

~~ATTEST, WITNESS:~~

SOUTHERN ILLINOIS RAILCAR COMPANY

Deloris Benardin

By: [Signature]

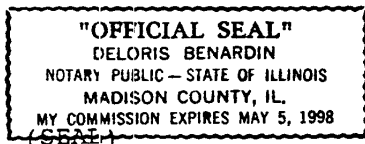
(SEAL)

Name: GARY J. GOODMAN  
Title: VICE PRESIDENT

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 26th day of May, 1994, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Gary J. Goodman, who acknowledged himself to be the Vice President of Southern Illinois Railcar Company, an Illinois corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and Notarial Seal.



Deloris Benardin  
Notary Public

My Commission Expires:

A:FN133C07.BOS/Prestagel/cmr

SCHEDULE ADESCRIPTION OF RAILCARS

One Hundred Thirty-Two (132) covered hopper cars

Car Numbers and Marks:

SIRX 53624	SIRX 465018
SIRX 53630	SIRX 465019
SIRX 49135	SIRX 465027
SIRX 49244	SIRX 470000
SIRX 460001	SIRX 470004
SIRX 465013	SIRX 460000
SIRX 465026	SIRX 460006
SIRX 470002	SIRX 460012
SIRX 470005	SIRX 465008
SIRX 475017	SIRX 465012
SIRX 475018	SIRX 465020
SIRX 475019	SIRX 465003
SIRX 460014	SIRX 476347
SIRX 460193	SIRX 460002
SIRX 460194	SIRX 460003
SIRX 470100	SIRX 460007
SIRX 21009	SIRX 460013
SIRX 21014	SIRX 465006
SIRX 21018	SIRX 465007
SIRX 480000	SIRX 465009
SIRX 53651	SIRX 465010
SIRX 53646	SIRX 465017
SIRX 460004	SIRX 465024
SIRX 460005	SIRX 465025
SIRX 460010	SIRX 472504
SIRX 53652	SIRX 460008
SIRX 460009	SIRX 465001
SIRX 465000	SIRX 465023
SIRX 465005	SIRX 465002
SIRX 465014	SIRX 465004
SIRX 460011	SIRX 465011
SIRX 465002	SIRX 465015
SIRX 465016	SIRX 465021

05-26-94

17:04

410 385 3700

MILES&amp;STOCKBRIDG

006

## Car Numbers and Marks:

AEX 502  
AEX 503  
AEX 507  
AEX 511  
AEX 514  
AEX 516  
AEX 518  
AEX 524  
AEX 525  
AEX 538  
AEX 542  
AEX 548  
AEX 549  
AEX 552  
AEX 553  
AEX 555  
AEX 562  
AEX 563  
AEX 565  
AEX 569  
AEX 571  
AEX 566  
AEX 509  
AEX 512  
AEX 527  
AEX 528  
AEX 529  
AEX 531  
AEX 534  
AEX 546  
AEX 537  
AEX 560  
AEX 559

AEX 561  
AEX 505  
AEX 541  
AEX 510  
AEX 551  
AEX ~~248613~~ 882452  
SIRX 49136  
SIRX 49161  
SIRX 49173  
SIRX 49195  
SIRX 49196  
SIRX 49263  
SIRX 53616  
SIRX 53653  
SIRX 49146  
SIRX 49214  
SIRX 49225  
SIRX 49279  
SIRX 52912  
SIRX 53664  
SIRX 478721  
SIRX 478725  
BO 606645 TO BE RESTENCILED  
CSXT247244 TO BE RESTENCILED  
LN 205043 TO BE RESTENCILED  
LN 240647 TO BE RESTENCILED  
SBD 246185  
SIRX 10351  
BO 606461  
LN 205043  
WE 6051  
WE 6054  
SIRX 6053